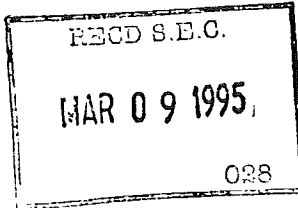


SECURITIES AND EXCHANGE COMMISSION

450 5th Street
Washington, D.C. 20549



FORM 8-K/A No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

Date of Report: March 9, 1995

Date of Earliest

Event Reported: December 23, 1994

AMERICA ONLINE, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-19836

54-1322110

(State of incorporation
or organization)

(Commission File Number)

(IRS Employer
Identification No.)

8619 Westwood Center Drive, Vienna, Virginia

22182-2285

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (703) 448-8700

Item 7 is hereby amended to state as follows:

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired:

- (1) Booklink Technologies, Inc. July 31, 1994 Financial Statements**
- (2) Booklink Technologies, Inc. October 31, 1994 Unaudited Condensed Financial Statements**

(b) Pro Forma Financial Information:

- (1) Unaudited Pro Forma Condensed Statement of Operations for the year ended June 30, 1994**
- (2) Unaudited Pro Forma Condensed Statement of Operations for the six months ended December 31, 1994**
- (3) Notes to Unaudited Pro Forma Condensed Statements of Operations**



One Boston Place
Boston, MA 02108-4563

Telephone 617 723 7700

Telefax 617 723 6864

Independent Auditors' Report

The Board of Directors
Booklink Technologies, Inc.
(A wholly owned subsidiary of CMG Information Services, Inc.):

We have audited the accompanying balance sheet of Booklink Technologies, Inc. (a development stage company) (a wholly owned subsidiary of CMG Information Services, Inc.) as of July 31, 1994, and the related statements of operations, stockholder's deficit, and cash flows for the period from February 14, 1994 (date of inception) through July 31, 1994. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Booklink Technologies, Inc. (a wholly owned subsidiary of CMG Information Services, Inc.) at July 31, 1994, and the results of its operations and its cash flows for the period from February 14, 1994 (date of inception) through July 31, 1994, in conformity with generally accepted accounting principles.

KPMG Peat Marwick LLP

Boston, Massachusetts
January 25, 1995



Member Firm of
Klynveld Peat Marwick Goerdeler

BOOKLINK TECHNOLOGIES, INC.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Balance Sheet

July 31, 1994

Assets

Current assets:

Prepaid expenses and deposits	\$ <u>77,388</u>
Total current assets	<u>77,388</u>

Property and equipment:

Office equipment	15,126
Computer equipment	<u>115,482</u>
	130,608
Less accumulated depreciation and amortization	<u>13,061</u>
Net property and equipment	<u>117,547</u>

Software development costs	129,440
Deposits	<u>2,000</u>

\$ 326,375

Liabilities and Stockholder's Deficit

Current liabilities:

Cash overdraft	\$ 5,338
Accounts payable	117,074
Accrued expenses	5,979
Due to Parent (notes 2 and 3)	<u>356,904</u>
Total current liabilities	<u>485,295</u>

Commitments and contingencies (note 6)

Stockholder's deficit (notes 4 and 5):

Common stock, \$.01 par value. Authorized 1,000,000 shares; issued and outstanding 800,000 shares	8,000
Deficit accumulated during the development stage	<u>(166,920)</u>
Total stockholder's deficit	<u>(158,920)</u>

\$ 326,375

See accompanying notes to financial statements.

BOOKLINK TECHNOLOGIES, INC.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Statement of Operations

For the period from February 14, 1994 (date of inception) through July 31, 1994

Operating expenses:	
Research and development	\$ 117,664
Selling expenses	78,870
General and administrative expenses	<u>69,697</u>
	<u>266,231</u>
Operating loss before income tax benefit	266,231
Income tax benefit (note 3)	<u>107,211</u>
Net loss	\$ <u><u>159,020</u></u>

See accompanying notes to financial statements.

BOOKLINK TECHNOLOGIES, INC.
 (A Development Stage Company)
 (A wholly owned subsidiary of CMG Information Services, Inc.)

Statement of Stockholder's Deficit

For the period from February 14, 1994 (date of inception) through July 31, 1994

	Common Shares	Stock Par Value	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Stockholder's Deficit
Issuance of 100 shares of common stock	100	\$ 1	\$ 99	\$ -	\$ 100
8,000 for 1 common stock split in the form of a dividend (note 4)	799,900	7,999	(99)	(7,900)	-
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>(159,020)</u>	<u>(159,020)</u>
Balance at July 31, 1994	<u>800,000</u>	<u>\$ 8,000</u>	<u>\$ -</u>	<u>\$ (166,920)</u>	<u>\$ (158,920)</u>

See accompanying notes to financial statements.

BOOKLINK TECHNOLOGIES, INC.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Statement of Cash Flows

For the period from February 14, 1994 (date of inception) through July 31, 1994

Cash flows from operating activities:	
Net loss	\$ (159,020)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	13,061
Changes in assets and liabilities:	
Prepaid expenses and deposits	(77,388)
Other assets	(2,000)
Accounts payable and accrued expenses	123,053
Due to Parent	<u>356,904</u>
Net cash provided by operating activities	<u>254,610</u>
Cash flows from investing activities:	
Software development costs	(129,440)
Additions to property and equipment	<u>(130,608)</u>
Net cash used by investing activities	<u>(260,048)</u>
Cash flows from financing activities:	
Cash overdraft	5,338
Proceeds from sale of stock	<u>100</u>
Net cash provided by financing activities	<u>5,438</u>
Net increase in cash	-
Cash at beginning of period	<u>-</u>
Cash at end of period	\$ <u><u>-</u></u>

See accompanying notes to financial statements.

BOOKLINK TECHNOLOGIES, INC.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Financial Statements

July 31, 1994

(1) Summary of Significant Accounting Policies

(a) Description of Business

The Company commenced operations on February 14, 1994 and the Company was incorporated on March 24, 1994. The principal business of the Company is to develop and market software technologies to provide on-line access to information electronically.

(b) Principles of Presentation

Booklink Technologies, Inc. (the "Company") is a wholly owned subsidiary of CMG Information Services, Inc. (the "Parent"). The financial statements presented are only those of the Company.

As of July 31, 1994, the Company was in the development stage. The losses experienced from inception result from expenses incurred in the formation of the business and in developing the Company's products. Additional equity from the Company's new parent (see note 6) will be required to fund working capital needs during the upcoming year.

(c) Property and Equipment

Property and equipment is stated at cost. Depreciation and amortization is provided on a straight-line basis over the estimated useful lives of the respective assets as follows:

Office equipment	5 years
Computer equipment	5 years

Maintenance and repairs are charged to costs and expenses as incurred.

(d) Accounting for Income Taxes

The Company follows the asset and liability method of accounting for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") 109, *Accounting for Income Taxes*. Under the asset and liability method of Statement 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(e) Software Development Costs

The Company has capitalized costs related to the development of certain software products. In accordance with Statement of Financial Accounting Standards No. 86, capitalization begins when technological feasibility has been established, and ends when the software has been satisfactorily completed for general release to customers. Amortization is computed based on the products' economic life cycle.

(Continued)

BOOKLINK TECHNOLOGIES, INC.
 (A Development Stage Company)
 (A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Financial Statements

(2) Related Party Transactions

The Parent has provided the Company with the working capital necessary to conduct operations. As of July 31, 1994, the Company owed the Parent \$356,904. The Parent also provided the Company certain corporate, accounting and other support free of charge.

(3) Income Taxes

The Company files its federal and state income tax returns as part of a consolidated group. The provision for income taxes in the accompanying financial statements has been computed based on the Parent's use of the Company's loss in its consolidated tax returns.. Income tax benefit of \$159,747 and the deferred income tax liability of \$52,536 have been included as a net reduction in the amount payable to Parent in the accompanying balance sheet. Deferred income taxes arise primarily as a result of the temporary difference between the financial statement basis and the tax basis of accounting for capitalized software development costs.

The provision for income taxes for the period ended July 31, 1994, consists of the following:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Federal income tax benefit (expense)	\$ 122,981	(41,062)	81,919
State income tax benefit (expense)	<u>36,766</u>	<u>(11,474)</u>	<u>25,292</u>
Total benefit	\$ <u>159,747</u>	<u>(52,536)</u>	<u>107,211</u>

The difference between the income tax benefit computed using the Federal statutory rate of 34% and the actual rate is primarily the result of state income tax benefit.

(4) Stockholder's Equity

Effective April 4, 1994, the board of directors declared a 8,000-for-1 common stock split in the form of a stock dividend. The par value of additional shares issued was transferred from additional paid-in capital and accumulated deficit to common stock.

(5) Stock Option Plan

The Company maintains a stock option plan which permits the Company to grant stock options to its key employees. At July 31, 1994, the Company has reserved 200,000 shares of common stock for issuance under the Plan. The board of directors administers the Plan, selects the individuals to whom the options will be granted, and determines the number of shares and the exercise price of each option. Substantially all options under the Plan become exercisable in five equal annual installments. Outstanding options at July 31, 1994 expire through 2004.

As of July 31, 1994, there were 107,750 options outstanding with an option price of \$1.00.

(Continued)

BOOKLINK TECHNOLOGIES, INC.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Financial Statements

(6) Subsequent Events

Lease Agreement

In December 1994, the Company entered into an agreement to lease certain office space for a period of five years. The lease agreement calls for annual lease payments of approximately \$130,000 over the term of the lease.

Merger/Change in Ownership

On December 23, 1994, the Company was merged with BLT Acquisition Corporation ("BLT"), a newly formed wholly owned subsidiary of America Online, Inc. ("AOL"). Under the terms of the merger agreement, AOL acquired all of the outstanding shares of the Company's common stock in exchange for 710,000 shares of AOL common stock. The Company was the surviving corporation in the merger with BLT and became a wholly owned subsidiary of AOL.

Condensed Financial Statements

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

For the three months ended October 31, 1994

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Condensed Financial Statements
(Unaudited)

For three months ended October 31, 1994

Contents

Condensed Balance Sheet	1
Condensed Statements of Operations	2
Condensed Statements of Cash Flows	3
Notes to Condensed Financial Statements	4

Booklink Technologies, Inc.
(A development stage company)
(A wholly owned subsidiary of CMG Information Services, Inc.)
Condensed Statements of Operations
(Dollars in thousands)
(Unaudited)

	Three months ended October 31, 1994	For the period February 14, 1994 (date of inception) through October 31, 1994
Revenues	\$ 100	\$ 100
Costs and expenses:		
Cost of revenues	85	85
Selling expenses	231	310
Research and development	74	191
General and administrative	<u>27</u>	<u>97</u>
Total costs and expenses	417	683
Loss from operations	(317)	(583)
Other expense	<u>9</u>	<u>9</u>
Loss before income tax benefit	(326)	(592)
Income tax benefit	<u>131</u>	<u>238</u>
Net loss	<u>\$ (195)</u>	<u>\$ (354)</u>

See accompanying notes to condensed financial statements.

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)
Condensed Balance Sheet
October 31, 1994
(Dollars in thousands)
(Unaudited)

ASSETS

Current assets:

Accounts receivable customers	\$ 100
Prepaid expenses and deposits	129
Total current assets	<u>229</u>

Property and equipment at cost, net

212

Other assets:

Product development costs, net	255
Deposits	46
	<u>\$ 742</u>

LIABILITIES AND STOCKHOLDER'S DEFICIT

Current liabilities:

Cash overdraft	\$ 92
Trade accounts payable	207
Accrued expenses	28
Due to Parent	769
Total current liabilities	<u>1,096</u>

Stockholder's deficit

Common stock, \$.01 par value; 1,000,000 shares authorized, 800,000 issued and outstanding	8
Deficit accumulated during the development stage	(362)
Total stockholders' deficit	<u>(354)</u>
	<u>\$ 742</u>

See accompanying notes to condensed financial statements.

BOOKLINK TECHNOLOGIES, INC.
(A development stage company)
(A wholly owned subsidiary of CMG Information Services, Inc.)
Condensed Statements of Cashflows
(In thousands)
(Unaudited)

	For the three months ended October 31, 1994	For the period from February 14, 1994 (date of inception) through October 31, 1994
Cash flows from operating activities:		
Net loss	\$ (195)	\$ (354)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	16	29
Changes in assets and liabilities:		
Accounts receivable customers	(100)	(100)
Prepaid expenses and deposits	(52)	(129)
Other assets	(44)	(46)
Trade accounts payable	90	207
Accrued liabilities	22	28
Due to parent	412	769
Net cash provided by (used in) operating activities	149	404
Cash flows from investing activities:		
Software development costs	(126)	(255)
Additions to property and equipment	(110)	(241)
Net cash used in investing activities	(236)	(496)
Cash flows from financing activities:		
Net proceeds of cash overdraft	87	92
Net cash provided by financing activities	87	92
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of period	-	-
Cash and cash equivalents at end of period	\$ -	\$ -

See accompanying notes to condensed financial statements.

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Condensed Financial Statements
(Unaudited)

October 31, 1994

1. Basis of Presentation

These financial statements should be read in conjunction with the Booklink Technologies, Inc. (the "Company") financial statements for period ended July 31, 1994. The interim financial information included herein is unaudited. In the opinion of the Company's management, the unaudited information presented reflects all adjustments, consisting of normal recurring accruals, necessary for the fair presentation of the unaudited information shown.

Results of interim periods are not necessarily indicative of results expected for the full year.

2. Summary of Significant Accounting Policies

Description of Business

The Company commenced operations on February 14, 1994 and the Company was incorporated on March 24, 1994. The principal business of the Company is to develop and market software technologies to provide on-line access to information electronically.

Principles of Presentation

The Company is a wholly owned subsidiary of CMG Information Services, Inc. (the "Parent"). The financial statements presented are only those of the Company.

As of July 31, 1994, the Company was in the development stage. The losses experienced from inception result from expenses incurred in the formation of the business and in developing the Company's products. Additional equity from the Company's new parent (see note 5) will be required to fund working capital needs during the upcoming year.

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Condensed Financial Statements
(Unaudited)

October 31, 1994

Accounting for Income Taxes

The Company follows the asset and liability method of accounting for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") 109, *Accounting for Income Taxes*. Under the asset and liability method of Statement 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

3. Income Taxes

The Company files its federal and state income tax returns as part of a consolidated group. The provision for income taxes in the accompanying financial statements has been computed based on the Parent's use of the Company's loss in its consolidated tax returns. Income tax benefits and related deferred income tax liabilities have been included as a net reduction in the amount payable to Parent in the accompanying balance sheet. Deferred income taxes arise primarily as a result of the temporary difference between the financial statement basis and the tax basis of accounting for capitalized software developments costs.

The provision for income taxes for the three month period ended October 31, 1994, consists of the following:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
(in thousands)			
Federal income tax benefit (expense)	\$139	\$(40)	\$99
State income tax benefit (expense)	<u>42</u>	<u>(10)</u>	<u>32</u>
Total benefit	<u>\$181</u>	<u>\$(50)</u>	<u>\$131</u>

Booklink Technologies, Inc.
(A Development Stage Company)
(A wholly owned subsidiary of CMG Information Services, Inc.)

Notes to Condensed Financial Statements
(Unaudited)

October 31, 1994

4. Stockholder's Equity

Effective April 4, 1994, the board of directors declared a 8,000-for-1 common stock split in the form of a stock dividend. The par value of additional shares issued was transferred from additional paid-in capital and accumulated deficit to common stock.

5. Subsequent Events

Lease Agreement

In December 1994, the Company entered into an agreement to lease certain office space for a period of five years. The lease agreement calls for annual lease payments of approximately \$130,000 over the term of the lease.

Merger/Change in Ownership

On December 23, 1994, the Company was merged with BLT Acquisition Corporation ("BLT"), a newly formed wholly owned subsidiary of America Online, Inc. ("AOL"). The transaction was accounted for as a purchase. Under the terms of the merger agreement, AOL acquired all of the outstanding shares of the Company's common stock in exchange for 710,000 shares of AOL common stock. The Company was the surviving corporation in the merger with BLT and became a wholly owned subsidiary of AOL.

PRO FORMA FINANCIAL INFORMATION

The unaudited Pro Forma Condensed Statements of Operations give effect to the merger as if it had been consummated at the beginning of the respective periods. The unaudited Pro Forma Condensed Statement of Operations for the six months ended December 31, 1994 combines the unaudited historical Consolidated Statement of Operations of America Online, Inc. and Subsidiaries for the six months ended December 31, 1994 and the unaudited historical Statement of Operations of Booklink Technologies, Inc. for the three months ended October 31, 1994. The unaudited Pro Forma Condensed Statement of Operations for the year ended June 30, 1994 combines the audited historical Statement of Operations of America Online, Inc. for the year ended June 30, 1994 and the audited historical Statement of Operations of Booklink Technologies, Inc. for the period from February 14, 1994 (date of inception) through July 31, 1994. A Pro Forma Condensed Balance Sheet of the Company and Booklink Technologies, Inc. at December 31, 1994 is not presented as the acquisition of Booklink Technologies, Inc. has been reflected in the Company's Consolidated Balance Sheet as of December 31, 1994 included in the Company's second quarter report on Form 10-Q.

The pro forma statements do not purport to be indicative of the results which would actually have been obtained had the merger occurred on the dates indicated or which may be obtained in the future. The Pro Forma Statements of Operations do not reflect a material non-recurring charge that was recorded by the registrant as of the consummation of the merger. The pro forma condensed financial information includes adjustments for the recognition of costs directly attributable to the merger as well as adjustments to capitalized software develop and general and administrative expenses. The pro forma adjustments are based upon available information and assumptions that the registrant believes are reasonable in the circumstances. The pro forma information should be read in conjunction with the Company's June 30, 1994 Consolidated Financial Statements and Notes thereto contained in Form 8-K dated on or about March 8, 1995.

The merger is accounted for under the purchase method of accounting. The purchase price is allocated to the tangible and intangible assets purchased, as well as liabilities assumed, based upon their respective fair values. The allocation of the purchase price included in the pro forma condensed financial information is preliminary. The final values may differ from those set forth herein. The Registrant believes, however, that the final allocation will not be materially different from the pro forma allocation.

AMERICA ONLINE, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED STATEMENT OF OPERATIONS (in thousands except per share data)

(Unaudited)

	HISTORICAL		PRO FORMA		
	America Online Year ended June 30, 1994	Booklink Inception through July 31, 1994	Adjustments		Combined
			Debit	Credit	
Revenues:					
Online service revenues	\$100,993	\$0			\$100,993
Other revenues	14,729	0			14,729
Total revenues	115,722	0			115,722
Costs and expenses:					
Cost of revenues	69,043	0			69,043
Marketing	23,548	79			23,627
Product development	4,961	117	(3)	129	5,207
General and administrative	13,562	70	(1)	471	
			(2)	16	14,119
Acquired research and development	0	0			0
Total costs and expenses	111,114	266			111,996
Income (loss) from operations	4,608	(266)			3,726
Other income (expense), net	1,774	0			1,774
Income (loss) before provision for income taxes	6,382	(266)			5,500
Income taxes	(3,832)	107	(5)	240	(3,485)
Net income (loss)	\$2,550	(\$159)			\$2,015

Earnings per share

Net income		
Primary	\$0.15	\$0.12
Fully Diluted	\$0.15	\$0.12
Weighted average shares outstanding		
Primary	17,014	17,370
Fully Diluted	17,104	17,460

See accompanying notes to Pro Forma Condensed Statements of Operations

AMERICA ONLINE, INC. AND SUBSIDIARIES

PRO FORMA CONDENSED STATEMENT OF OPERATIONS (In thousands except per share data)

(Unaudited)

	HISTORICAL		PRO FORMA		
	America Online Six months ended December 31, 1994	Booklink Three months ended October 31, 1994	Adjustments		Combined
			Debit	Credit	
Revenues:					
Online service revenues	\$119,768	\$0			\$119,768
Other revenues	8,653	100			8,753
Total revenues	128,421	100			128,521
Costs and expenses:					
Cost of revenues	73,461	85			73,546
Marketing	26,888	231			27,119
Product development	5,134	74 (3)	255		5,463
General and administrative	11,688	28 (1)	471		12,207
		(2)	20		
Acquired research and development	42,785	0	(4)	42,785	0
Total costs and expenses	159,956	418			118,335
Income (loss) from operations	(31,535)	(318)			10,186
Other income (expense), net	(272)	(9)			(281)
Income (loss) before provision for income taxes	(31,807)	(327)			9,905
Income taxes	(5,908)	131	(5)	291	(5,486)
Net income (loss)	(\$37,715)	(\$196)			\$4,419
Earnings per share					
Net loss					
Primary	(\$2.43)				\$0.22
Fully Diluted	(\$2.43)				\$0.22
Weighted average shares outstanding					
Primary	15,526				19,670
Fully Diluted	15,526				20,342

See accompanying notes to Pro Forma Condensed Statements of Operations

America Online, Inc. and Booklink Technologies, Inc.
Notes to Pro Forma Condensed Statements of Operations

Pro forma adjustments to reflect the acquisition of Booklink Technologies give effect to the following:

- (1) Represents amortization of the goodwill acquired from Booklink Technologies, Inc. based on the estimated fair value at the date of acquisition. Goodwill is amortized on a straight line basis over its estimated useful life of seven years.
- (2) Represents recognition of general and administrative costs that would have been incurred by Booklink Technologies, Inc. on a stand alone basis.
- (3) Represents the write off of Booklink's capitalized software development costs.
- (4) Adjustment to reverse the one time write off of purchased in process research and development recorded in connection with the transaction. This one time write-off has been recorded in the Company's consolidated statement of operations for the six months ended December 31, 1994 filed on Form 10Q.
- (5) Represents the aggregate tax effects of the above adjusting entries.

(c) Exhibits.

2.1. Agreement and Plan of Reorganization dated as of November 8, 1994 among America Online, Inc., BLT Acquisition Corporation, CMG Information Services, Inc. and Booklink Technologies, Inc., and Amendment No. 1 thereto, dated as of December 16, 1994.*

2.2. Agreement of Merger dated as of December 23, 1994 between BLT Acquisition Corporation and Booklink Technologies, Inc.*

13.1 Consolidated Financial Statements of the Registrant as of June 30, 1994 and 1993 and for the three year period ended June 30, 1994.**

23.1. Consent of KPMG Peat Marwick LLP.

99.1. Press Releases dated November 9, 1994 and December 29, 1994.*

* Filed as part of the Registrant's filing on Form 8-K filed January 9, 1995 (Commission file no. 0-19836) and incorporated herein by reference.

** Filed as part of the Registrant's filing on Form 8-K filed March 9, 1995 (Commission file no. 0-19836) and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 8, 1995

AMERICA ONLINE, INC.

By: LENNERT J. LEADER
Lennert J. Leader
Senior Vice President and Chief Financial
Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
23.1.	Consent of KPMG Peat Marwick LLP	

CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
Booklink Technologies, Inc.:

We consent to the inclusion of our report dated January 25, 1995, with respect to the balance sheet of Booklink Technologies, Inc. as of July 31, 1994, and the related statements of operations, stockholders' deficit, and cash flows for the period from February 14, 1994 (date of inception) through July 31, 1994, which report appears in the Form 8-KA of America Online, Inc. dated March 8, 1995.

KPMG-Pent Marwick LLP

Boston, Massachusetts
March 7, 1995